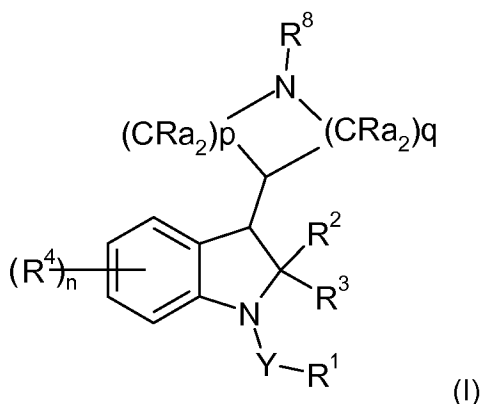


**Listing of Claims:**

Kindly amend claims 4, 6 and 11 and add claims 12 – 16 as indicated in the listing below without prejudice to the subject matter involved. This listing of claims will replace all prior versions, and listings, of claims in the application.

1. (Original) A method of combating and controlling insects, acarines, nematodes or molluscs which comprises applying to a pest, to a locus of a pest, or to a plant susceptible to attack by a pest an insecticidally, acaricidally, nematocidally or molluscicidally effective amount of a compound of formula (I):



wherein Y is a single bond, C=O, C=S or S(O)<sub>m</sub> where m is 0, 1 or 2;

R<sup>1</sup> is hydrogen, optionally substituted alkyl, optionally substituted alkoxy carbonyl, optionally substituted alkyl carbonyl, aminocarbonyl, optionally substituted alkyl aminocarbonyl, optionally substituted dialkyl aminocarbonyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted heterocycloxy, cyano, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, formyl, optionally substituted heterocyclyl, optionally substituted alkylthio, NO or NR<sup>13</sup>R<sup>14</sup> where R<sup>13</sup> and R<sup>14</sup> are independently hydrogen, COR<sup>15</sup>, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl or R<sup>13</sup> and R<sup>14</sup> together with the N atom to which they are attached form a group -N=C(R<sup>16</sup>)-NR<sup>17</sup>R<sup>18</sup>; R<sup>15</sup> is H, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted aryloxy optionally substituted heteroaryl,

optionally substituted heteroaryloxy or  $\text{NR}^{19}\text{R}^{20}$ ;  $\text{R}^{16}$ ,  $\text{R}^{17}$  and  $\text{R}^{18}$  are each independently H or lower alkyl;  $\text{R}^{19}$  and  $\text{R}^{20}$  are independently optionally substituted alkyl, optionally substituted aryl or optionally substituted heteroaryl;

$\text{R}^2$  and  $\text{R}^3$  are independently hydrogen, halogen, cyano, optionally substituted alkyl, optionally substituted alkoxy or optionally substituted aryl;

each  $\text{R}^4$  is independently halogen, nitro, cyano, optionally substituted  $\text{C}_{1-8}$  alkyl, optionally substituted  $\text{C}_{2-6}$  alkenyl, optionally substituted  $\text{C}_{2-6}$  alkynyl, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted  $\text{C}_{3-7}$  cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio or  $\text{R}^{21}\text{R}^{22}\text{N}$  where  $\text{R}^{21}$  and  $\text{R}^{22}$  are, independently, hydrogen,  $\text{C}_{1-8}$  alkyl,  $\text{C}_{3-7}$  cycloalkyl,  $\text{C}_{3-6}$  alkenyl,  $\text{C}_{3-6}$  alkynyl,  $\text{C}_{3-7}$  cycloalkyl( $\text{C}_{1-4}$ )alkyl,  $\text{C}_{2-6}$  haloalkyl,  $\text{C}_{1-6}$  alkoxy( $\text{C}_{1-6}$ )alkyl,  $\text{C}_{1-6}$  alkoxycarbonyl or  $\text{R}^{21}$  and  $\text{R}^{22}$  together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two  $\text{C}_{1-6}$  alkyl groups, or 2 adjacent groups  $\text{R}^4$  together with the carbon atoms to which they are attached form a 4, 5, 6, or 7 membered carbocyclic or heterocyclic ring which may be optionally substituted by halogen; n is 0, 1, 2, 3 or 4;

each  $\text{R}_a$  is independently hydrogen, halogen, hydroxy, cyano, optionally substituted  $\text{C}_{1-8}$  alkyl, optionally substituted  $\text{C}_{2-6}$  alkenyl, optionally substituted  $\text{C}_{2-6}$  alkynyl, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted  $\text{C}_{3-7}$  cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio, optionally substituted arylthio or  $\text{R}^{23}\text{R}^{24}\text{N}$  where  $\text{R}^{23}$  and  $\text{R}^{24}$  are, independently, hydrogen,  $\text{C}_{1-8}$  alkyl,  $\text{C}_{3-7}$  cycloalkyl,  $\text{C}_{3-6}$  alkenyl,  $\text{C}_{3-6}$  alkynyl,  $\text{C}_{3-7}$  cycloalkyl( $\text{C}_{1-4}$ )alkyl,  $\text{C}_{2-6}$  haloalkyl,  $\text{C}_{1-6}$  alkoxy( $\text{C}_{1-6}$ )alkyl,  $\text{C}_{1-6}$  alkoxycarbonyl or  $\text{R}^{23}$  and  $\text{R}^{24}$  together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two  $\text{C}_{1-6}$  alkyl groups, or two  $\text{R}_a$  groups attached to the same carbon atom are =O or two  $\text{R}_a$

groups attached to adjacent carbon atoms form a bond, or two R<sub>a</sub> groups together with the carbon atom to which they are attached form a three- to seven-membered ring, that may be saturated or unsaturated, and that may contain one or two hetero atoms selected from the group consisting of N, O and S, and which may be optionally substituted by one or two C<sub>1-6</sub> alkyl groups; or two R<sub>a</sub> groups together form a group -CH<sub>2</sub>-, -CH=CH- or -CH<sub>2</sub>CH<sub>2</sub>; p is 0, 1, 2, 3, 4, 5 or 6; q is 0, 1, 2, 3, 4, 5 or 6 provided that p+q is 1, 2, 3, 4, 5 or 6; R<sup>8</sup> is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl or optionally substituted alkenylcarbonyl; or salts or N-oxides thereof.

2. (Original) A method according to claim 1 wherein Y is a single bond or C=O.
3. (Previously presented) A method according to claim 1 wherein R<sup>2</sup> and R<sup>3</sup> are each independently hydrogen, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or cyano.
4. (Currently amended) A method according to claim 1 wherein R<sup>1</sup> is hydrogen, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> cyanoalkyl, C<sub>1-6</sub> haloalkyl, C<sub>3-7</sub> cycloalkyl(C<sub>1-4</sub>)alkyl, C<sub>1-6</sub> alkoxy(C<sub>1-6</sub>)alkyl, heteroaryl(C<sub>1-6</sub>)alkyl (wherein the heteroaryl group may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the heteroaryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), aryl(C<sub>1-6</sub>)alkyl (wherein the aryl group may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the aryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), C<sub>1-6</sub> alkylcarbonylamino(C<sub>1-6</sub>)alkyl, aryl (which may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the aryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), heteroaryl (which may be optionally substituted by halo, nitro,

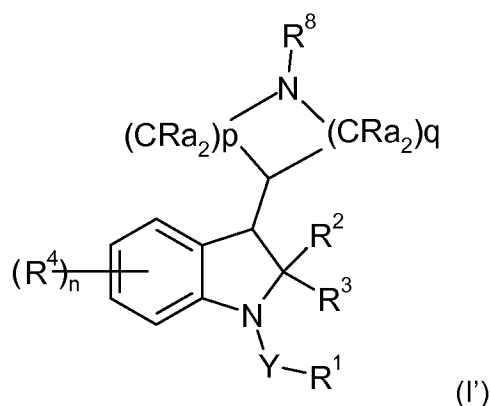
cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the heteroaryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, phenoxy (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heteroaryloxy (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), heterocyclyloxy (optionally substituted by halo, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), cyano, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>5-7</sub> cycloalkenyl, heterocyclyl (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> haloalkylthio or NR<sup>13</sup>R<sup>14</sup> where R<sup>13</sup> and R<sup>14</sup> are independently hydrogen, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy(C<sub>1-6</sub>)alkyl, phenyl (which may be optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino, dialkylamino or C<sub>1-4</sub> alkoxycarbonyl), phenyl (C<sub>1-6</sub>)alkyl (wherein the phenyl group may be optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino, dialkylamino, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkoxycarbonyl, or two adjacent positions on the phenyl ring may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), heteroaryl (C<sub>1-6</sub>)alkyl (wherein the heteroaryl group may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the heteroaryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen) or heteroaryl (which may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy, C<sub>1-4</sub> alkoxycarbonyl C<sub>1-6</sub> alkylcarbonylamino, phenyloxycarbonylamino (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), amino, C<sub>1-6</sub> alkylamino or phenylamino (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino)).

5. (Previously presented) A method according to claim 1 wherein each R<sup>4</sup> is independently halogen, cyano, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>1-6</sub> cyanoalkyl, C<sub>1-6</sub> alkoxy(C<sub>1-6</sub>)alkyl, C<sub>3-7</sub>

cycloalkyl(C<sub>1-6</sub>)alkyl, C<sub>5-6</sub> cycloalkenyl(C<sub>1-6</sub>)alkyl, C<sub>3-6</sub> alkenyloxy(C<sub>1-6</sub>)alkyl, C<sub>3-6</sub> alkynyloxy(C<sub>1-6</sub>)alkyl, aryloxy(C<sub>1-6</sub>)alkyl, C<sub>1-6</sub> carboxyalkyl, C<sub>1-6</sub> alkylcarbonyl(C<sub>1-6</sub>)alkyl, C<sub>2-6</sub> alkenylcarbonyl(C<sub>1-6</sub>)alkyl, C<sub>2-6</sub> alkynylcarbonyl(C<sub>1-6</sub>)alkyl, C<sub>1-6</sub> alkoxycarbonyl(C<sub>1-6</sub>)alkyl, C<sub>3-6</sub> alkenyloxycarbonyl(C<sub>1-6</sub>)alkyl, C<sub>3-6</sub> alkynyloxycarbonyl(C<sub>1-6</sub>)alkyl, aryloxycarbonyl(C<sub>1-6</sub>)alkyl, C<sub>1-6</sub> alkylthio(C<sub>1-6</sub>)alkyl, C<sub>1-6</sub> alkylsulfinyl(C<sub>1-6</sub>)alkyl, C<sub>1-6</sub> alkylsulfonyl(C<sub>1-6</sub>)alkyl, aminocarbonyl(C<sub>1-6</sub>)alkyl, C<sub>1-6</sub> alkylaminocarbonyl(C<sub>1-6</sub>)alkyl, di(C<sub>1-6</sub>)alkylaminocarbonyl(C<sub>1-6</sub>)alkyl, phenyl(C<sub>1-4</sub>)alkyl (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heteroaryl(C<sub>1-4</sub>)alkyl (wherein the heteroaryl group is optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), heterocyclyl(C<sub>1-4</sub>)alkyl (wherein the heterocyclyl group is optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), C<sub>2-6</sub> alkenyl, aminocarbonyl(C<sub>2-6</sub>)alkenyl, C<sub>1-6</sub> alkylaminocarbonyl(C<sub>2-6</sub>)alkenyl, di(C<sub>1-6</sub>)alkylaminocarbonyl(C<sub>2-6</sub>)alkenyl, phenyl(C<sub>2-4</sub>)alkenyl, (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), C<sub>2-6</sub> alkynyl, trimethylsilyl(C<sub>2-6</sub>)alkynyl, aminocarbonyl(C<sub>2-6</sub>)alkynyl, C<sub>1-6</sub> alkylaminocarbonyl(C<sub>2-6</sub>)alkynyl, di(C<sub>1-6</sub>)alkylaminocarbonyl(C<sub>2-6</sub>)alkynyl, C<sub>1-6</sub> alkoxycarbonyl, C<sub>3-7</sub> cycloalkyl, C<sub>3-7</sub> halocycloalkyl, C<sub>3-7</sub> cyanocycloalkyl, C<sub>1-3</sub> alkyl(C<sub>3-7</sub>)-cycloalkyl, C<sub>1-3</sub> alkyl(C<sub>3-7</sub>)halocycloalkyl, phenyl (optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heteroaryl (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), heterocyclyl (wherein the heterocyclyl group is optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), or 2 adjacent groups R<sup>4</sup> together with the carbon atoms to which they are attached form a 4, 5, 6 or 7 membered carbocyclic or heterocyclic ring which may be optionally substituted by halogen, C<sub>1-8</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, phenoxy (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), heteroaryloxy (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), C<sub>1-8</sub> alkylthio or R<sup>19</sup>R<sup>20</sup>N where R<sup>19</sup> and R<sup>20</sup> are, independently, hydrogen, C<sub>1-8</sub> alkyl, C<sub>3-7</sub> cycloalkyl, C<sub>3-6</sub> alkenyl, C<sub>3-6</sub> alkynyl, C<sub>2-6</sub> haloalkyl, C<sub>1-6</sub> alkoxycarbonyl or R<sup>19</sup> and R<sup>20</sup> together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two C<sub>1-6</sub> alkyl groups; and n is 0, 1, 2 or 3.



9. (Original) A compound of formula I'



wherein Y is CO, R<sup>2</sup> and R<sup>3</sup> are both hydrogen

R<sup>1</sup> is hydrogen, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted alkylcarbonyl, aminocarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted heterocycloxy, cyano, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, formyl, optionally substituted heterocyclyl, optionally substituted alkylthio, NO or NR<sup>13</sup>R<sup>14</sup> where R<sup>13</sup> and R<sup>14</sup> are independently hydrogen, COR<sup>15</sup>, optionally substituted alkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl or R<sup>13</sup> and R<sup>14</sup> together with the N atom to which they are attached form a group -N=C(R<sup>16</sup>)-NR<sup>17</sup>R<sup>18</sup>; R<sup>15</sup> is H, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted aryloxy optionally substituted heteroaryl, optionally substituted heteroaryloxy or NR<sup>19</sup>R<sup>20</sup>; R<sup>16</sup>, R<sup>17</sup> and R<sup>18</sup> are each independently H or lower alkyl; R<sup>19</sup> and R<sup>20</sup> are independently optionally substituted alkyl, optionally substituted aryl or optionally substituted heteroaryl; each R<sup>4</sup> is independently halogen, nitro, cyano, optionally substituted C<sub>1-8</sub> alkyl, optionally substituted C<sub>2-6</sub> alkenyl, optionally substituted C<sub>2-6</sub> alkynyl, optionally substituted alkoxy, optionally substituted alkylcarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted C<sub>3-7</sub> cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally

substituted heteroaryloxy, optionally substituted alkylthio or  $R^{21}R^{22}N$  where  $R^{21}$  and  $R^{22}$  are, independently, hydrogen,  $C_{1-8}$  alkyl,  $C_{3-7}$  cycloalkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl,  $C_{3-7}$  cycloalkyl( $C_{1-4}$ )alkyl,  $C_{2-6}$  haloalkyl,  $C_{1-6}$  alkoxy( $C_{1-6}$ )alkyl,  $C_{1-6}$  alkoxycarbonyl or  $R^{21}$  and  $R^{22}$  together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two  $C_{1-6}$  alkyl groups, or 2 adjacent groups  $R^4$  together with the carbon atoms to which they are attached form a 4, 5, 6, or 7 membered carbocyclic or heterocyclic ring which may be optionally substituted by halogen; n is 0, 1, 2, 3 or 4;

each  $R_a$  is independently hydrogen, halogen, hydroxy, cyano, optionally substituted  $C_{1-8}$  alkyl, optionally substituted  $C_{2-6}$  alkenyl, optionally substituted  $C_{2-6}$  alkynyl, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl, optionally substituted alkylaminocarbonyl, optionally substituted dialkylaminocarbonyl, optionally substituted  $C_{3-7}$  cycloalkyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted heteroaryloxy, optionally substituted alkylthio, optionally substituted arylthio or  $R^{23}R^{24}N$  where  $R^{23}$  and  $R^{24}$  are, independently, hydrogen,  $C_{1-8}$  alkyl,  $C_{3-7}$  cycloalkyl,  $C_{3-6}$  alkenyl,  $C_{3-6}$  alkynyl,  $C_{3-7}$  cycloalkyl( $C_{1-4}$ )alkyl,  $C_{2-6}$  haloalkyl,  $C_{1-6}$  alkoxy( $C_{1-6}$ )alkyl,  $C_{1-6}$  alkoxycarbonyl or  $R^{23}$  and  $R^{24}$  together with the N atom to which they are attached form a five, six or seven-membered heterocyclic ring which may contain one or two further heteroatoms selected from O, N or S and which may be optionally substituted by one or two  $C_{1-6}$  alkyl groups, or two  $R_a$  groups attached to the same carbon atom are =O or two  $R_a$  groups attached to adjacent carbon atoms form a bond, or two  $R_a$  groups together with the carbon atom to which they are attached form a three- to seven-membered ring, that may be saturated or unsaturated, and that may contain one or two hetero atoms selected from the group consisting of N, O and S, and which may be optionally substituted by one or two  $C_{1-6}$  alkyl groups; or two  $R_a$  groups together form a group  $-CH_2-$ ,  $-CH=CH-$  or  $-CH_2CH_2-$ ;

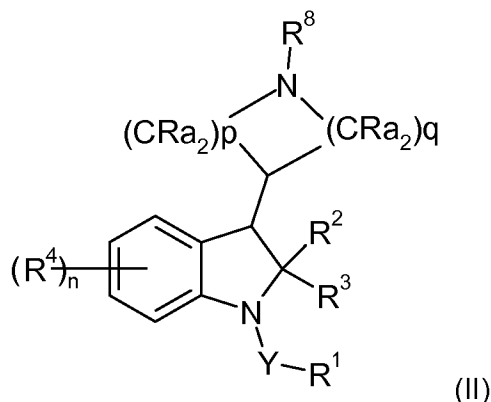
p is 0, 1, 2, 3, 4, 5 or 6; q is 0, 1, 2, 3, 4, 5 or 6 provided that  $p+q$  is 1, 2, 3, 4, 5 or 6;

$R^8$  is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted cycloalkyl, optionally substituted aryl, optionally substituted alkoxy, optionally substituted aryloxy, optionally substituted alkoxycarbonyl, optionally substituted alkylcarbonyl or optionally substituted alkenylcarbonyl; or salts or N-oxides thereof provided that when n is 0 and  $R^1$  is  $CH_3$  then the ring containing  $(CRa_2)_p$  and  $C(Ra_2)_q$  is not 1,2,3,6-



tetrahydro-1,4-dimethyl-2-pyridinyl, 1,2,5,6-tetrahydro-1,4-dimethyl-2-pyridinyl or 2-pyrrolidinyl.

10. (Original) A compound of formula II



wherein Y, n, p, q, R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup>, R<sup>4</sup> and Ra are as defined in claim 9 and R<sup>8</sup> is hydrogen or *tert*-butoxycarbonyl.

11. (Currently amended) An insecticidal, acaricidal or ~~and~~ nematocidal composition comprising an insecticidally, acaricidally or nematocidally effective amount of a compound of formula I' as defined in claim 4 9.
12. (New) A compound of formula I' according to claim 9 wherein R<sup>1</sup> is hydrogen, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> cyanoalkyl, C<sub>1-6</sub> haloalkyl, C<sub>3-7</sub> cycloalkyl(C<sub>1-4</sub>)alkyl, C<sub>1-6</sub> alkoxy(C<sub>1-6</sub>)alkyl, heteroaryl(C<sub>1-6</sub>)alkyl (wherein the heteroaryl group may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the heteroaryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), aryl(C<sub>1-6</sub>)alkyl (wherein the aryl group may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the aryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), C<sub>1-6</sub> alkylcarbonylamino(C<sub>1-6</sub>)alkyl, aryl (which may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub>

alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the aryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), heteroaryl (which may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the heteroaryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, phenoxy (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heteroaryloxy (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), heterocyclyloxy (optionally substituted by halo, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), cyano, C<sub>2-6</sub> alkenyl, C<sub>2-6</sub> alkynyl, C<sub>3-6</sub> cycloalkyl, C<sub>5-7</sub> cycloalkenyl, heterocyclyl (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> haloalkylthio or NR<sup>13</sup>R<sup>14</sup> where R<sup>13</sup> and R<sup>14</sup> are independently hydrogen, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy(C<sub>1-6</sub>)alkyl, phenyl (which may be optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino, dialkylamino or C<sub>1-4</sub> alkoxycarbonyl), phenyl (C<sub>1-6</sub>)alkyl (wherein the phenyl group may be optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino, dialkylamino, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkoxycarbonyl, or two adjacent positions on the phenyl ring may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen), heteroaryl (C<sub>1-6</sub>)alkyl (wherein the heteroaryl group may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, C<sub>1-6</sub> alkylsulfonyl, C<sub>1-6</sub> alkylsulfinyl, C<sub>1-6</sub> alkylthio, C<sub>1-6</sub> alkoxycarbonyl, C<sub>1-6</sub> alkylcarbonylamino, arylcarbonyl, or two adjacent positions on the heteroaryl system may be cyclised to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring, itself optionally substituted with halogen) or heteroaryl (which may be optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy, C<sub>1-4</sub> alkoxycarbonyl C<sub>1-6</sub> alkylcarbonylamino, phenyloxycarbonylamino (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), amino, C<sub>1-6</sub> alkylamino or phenylamino (wherein the phenyl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino)).

13. (New) A compound of formula I' according to claim 9 wherein each R<sup>4</sup> is independently halogen, cyano, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>1-8</sub> cyanoalkyl, C<sub>1-6</sub> alkoxy(C<sub>1-6</sub>)alkyl, C<sub>2-6</sub> alkynyl, trimethylsilyl(C<sub>2-6</sub>)alkynyl, C<sub>1-6</sub> alkoxycarbonyl, C<sub>3-7</sub> cycloalkyl, C<sub>1-3</sub> alkyl (C<sub>3-7</sub>) cycloalkyl, phenyl (optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heterocyclyl (optionally substituted by halo, nitro, cyano, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl, C<sub>1-6</sub> alkoxy or C<sub>1-6</sub> haloalkoxy), C<sub>1-8</sub> alkoxy, C<sub>1-6</sub> haloalkoxy, phenoxy (optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heteroaryloxy (optionally substituted by halo, nitro, cyano, C<sub>1-3</sub> alkyl, C<sub>1-3</sub> haloalkyl, C<sub>1-3</sub> alkoxy or C<sub>1-3</sub> haloalkoxy), di(C<sub>1-8</sub>)alkylamino, or 2 adjacent groups R<sup>4</sup> together with the carbon atoms to which they are attached form a 4, 5, 6 or 7 membered carbocyclic or heterocyclic ring which may be optionally substituted by halogen; n is 0, 1, 2 or 3.
14. (New) A compound of formula I' according to claim 9 wherein each R<sub>a</sub> is independently hydrogen, halo, cyano, C<sub>1-3</sub> alkyl, hydroxy or two R<sub>a</sub> groups together with the carbon atom to which they are attached form a carbonyl group
15. (New) A compound of formula I' according to claim 9 wherein p is 1, 2 or 3 and q is 1, 2 or 3 and p+q is 3, 4 or 5.
16. (New) A compound of formula I' according to claim 9 wherein R<sup>8</sup> is C<sub>1-10</sub> alkyl, C<sub>1-10</sub> haloalkyl, aryl(C<sub>1-6</sub>)alkyl (wherein the aryl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), heteroaryl(C<sub>1-6</sub>)alkyl (wherein the heteroaryl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino), arylcarbonyl-(C<sub>1-6</sub>)alkyl (wherein the aryl group may be optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino and the alkyl group may be optionally substituted by aryl), C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> haloalkenyl, aryl(C<sub>2-6</sub>)-alkenyl (wherein the aryl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkoxy, C<sub>1-4</sub> haloalkyl, C<sub>1-4</sub> haloalkoxy, CN, NO<sub>2</sub>, aryl, heteroaryl, amino or dialkylamino, C<sub>1-6</sub> alkoxycarbonyl, or two adjacent substituents can cyclise to form a 5, 6 or 7 membered carbocyclic or heterocyclic ring), heteroaryl(C<sub>2-6</sub>)-alkenyl (wherein the heteroaryl group is optionally substituted by halogen, C<sub>1-4</sub> alkyl, C<sub>1-4</sub>

